

BYLAWS
of
NONPROFIT ASSOCIATION OF OREGON

Article I. Name

The name of this Corporation is *Nonprofit Association of Oregon*.

Article II. Principal Office

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon.

Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: increasing public awareness of Oregon's 501-c-3 charitable organizations and strengthening their leadership, organizational capacity and advocacy.

Article IV. Members

Section 1. Classes of Membership. This Corporation shall have two classes of membership: Nonprofit Organization Members [Members] and Affiliate Members [Affiliates].

a. Members. Nonprofit organizations which are organized under the laws of, or otherwise qualified to do business or conduct operations in Oregon, and which are or would qualify as a tax-exempt organization described in Section 501(c)(3) of the Code or successor provisions of any future federal tax code shall be eligible for membership in this Corporation, subject to any additional standards which may be set from time to time by the Board of Directors. In order to be a member, nonprofit organizations shall pay annual dues in accordance with such policies and rates as the Board of Directors establishes from time to time. Each Member shall appoint a representative who will vote on behalf of the organization.

b. Affiliates. Any individual, business, or nonprofit organization other than Oregon 501(c)(3) corporations that is interested in the purpose and affairs of this Corporation shall be eligible for Affiliate membership, subject to any additional standards that may be set from time to time by the Corporation. In order to be an Affiliate, individuals, businesses, and nonprofit organizations that are not charities shall pay annual dues in accordance with such policies and rates as the Corporation establishes from time to time.

Section 2. Voting Rights

a. Members. Members shall each be entitled to cast one (1) vote for or against the slate of Directors presented through the Corporation's election process. Members shall have no other voting rights. There shall be no split voting or cumulative voting.

b. Affiliates. Affiliates shall have no voting rights, except when an Affiliate member is serving in the official capacity as a duly elected/appointed member of the board of directors of the Corporation. Voting rights shall remain intact throughout the duration of their service.

Section 3. Termination of Membership.

a. Nonpayment of Dues. The membership of any Member or Affiliate shall terminate in the event such member shall fail to pay its annual dues to this Corporation within ninety (90) days from the initial due date thereof.

b. **Loss of Tax-Exempt Status.** In the event that any Member ceases to qualify as a tax-exempt organization described in Section 501(c)(3) of the Code, that Member shall be moved to Affiliate status. The Member's status may be retained or reinstated during legal process to determine its tax-exempt status or if approved by the Board. Any such organization shall be eligible to have its membership status reinstated at such time as it again qualifies as a tax-exempt organization described in Section 501(c)(3) of the Code.

c. **Termination by the Corporation.** The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all directors in office at that time, may terminate the membership of a Member or an Affiliate with or without cause. The Board shall give the member at least fifteen (15) days written notice by certified mail of the termination.. The Board shall give the member an opportunity to be heard in writing not less than fifteen (15) days before the effective date of the termination after which time the board may let its decision stand to terminate the membership stand or reconsider termination in its sole discretion.

Except as otherwise required by law or these bylaws, any rights or benefits of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in this Corporation.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 5. Meetings of the Membership.

a. **Annual Meeting.** The Annual Meeting of this Corporation shall be held at a time and place to be determined by the Board of Directors.

b. **Special Meetings.** Special meetings shall be held at the call of the Board of Directors. or by a call of at least ten (10) percent of the Members of this Corporation by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

c. Notice of Meetings. Notice of all meetings of the Members shall be given to each member at the last address of record by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

d. Quorum and Voting. For the election of Directors, members who are present for or otherwise participate in any membership meeting or membership vote, including by proxy or by casting a written ballot shall constitute a quorum for the election of Directors. A majority vote of the Members represented and voting is the act of the members, unless these Bylaws or the law provide differently.

e. Proxies. At the Annual Meeting or at a Special Meeting a Member entitled to vote may do so by proxy executed in writing and filed with the Secretary for that meeting. A proxy is valid for eleven (11) months and may be revoked.

f. Written Ballots. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if this Corporation delivers a written ballot to every member entitled to vote on the matter. Members who are present for or otherwise participate in any membership meeting or membership vote, including by proxy or by casting a written ballot shall constitute a quorum for the action.

Article V. Board of Directors

Section 1. General Powers. The business and affairs of this Corporation shall be governed by its Board of Directors.

Section 2. Number and Classes. The number of directors of this Corporation shall consist of no less than nine (9) and no more than twenty (20) directors. The Board shall have two classes of directors: (1) directors that are representatives of Members and (2) At-Large directors. A majority of directors shall be representatives of Members.

Section 3. Qualification. Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Oregon's nonprofit sector and will not be restricted on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation or other legally protected class. The Board Development & Nominating Committee shall strive to select a slate of candidates that is broadly representative of the State of Oregon's nonprofit sector, its stakeholders, organizations or individuals providing services to or otherwise demonstrating a significant interest in or commitment to the nonprofit sector, as well as areas of the state and various nonprofit sub-sectors represented within this Corporation's membership.

Section 4. Nomination and Election. The Board Development and Nominating Committee shall oversee a call for nominations and develop a slate of potential board members for election. Each candidate that is representing a Member must be a designated representative of that Member. No later than ten (10) days before the vote for the slate of Directors is put to the Members, the Board Development and Nominating Committee shall present to the Board of Directors for review a slate of candidates composed of representatives of Members and At-Large candidates. Once reviewed by the Board, a list of candidates on the slate and relevant biographical information about each candidate shall be sent to the Members along with the notice of the date and time balloting opens and closes. The period for voting shall stay open for a minimum of thirty (30) days.

Section 5. Terms. The term of office of each director of the corporation elected at the time of election shall be three years unless a term of one or two years is specified on the ballot for the purpose of staggering terms. Directors may be elected to successive terms of office. A director may serve on the Board consecutive terms equaling up to nine (9) total years. The newly elected member begins service to the Board at the beginning of the new calendar year.

Section 6. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting

called for that purpose. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for nomination for election for a three-year term.

Section 8. Quorum and Action. At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required. The Board of Directors may also vote by electronic means as allowed by law.

Section 9. Proxies. There shall be no voting by proxy.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at a date, time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 11. Special Meetings. Special meetings of the Board may be called by the President of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone, mail or electronic mail not less than three (3) business days prior to said special meeting.

Section 12. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 13. No Salary. Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

Section 14. Action by Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

Article VI: Committees

Section 1. Standing Committees. There shall be four standing committees of the Board of Directors: Executive, Board Development and Nominating, Finance and Audit, and Public Policy. Standing committees shall be chaired by a director and shall have at least one additional director as a member.

a. **Executive Committee.** The members of the Executive Committee shall be the President, the Vice-President, the Secretary, the Treasurer, the Past President, and the chairs of the standing committees. The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings, except those powers specified in Section 7 below; shall cause strategic, long-range planning to be done; shall act as a personnel committee ; and shall perform other duties as the Board of Directors may prescribe from time to time.

A quorum at a meeting of the executive committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.

b. **Board Development and Nominating Committee.** The Board Development and Nominating Committee shall nominate new directors to the Board, shall nominate existing directors for successive terms, shall nominate officers of the Board, shall lead the board annual self-evaluation and deliver the result to the Board, shall periodically review these bylaws and facilitate amendments as needed, shall ensure that future leadership of the Board is identified and cultivated, and shall perform other duties as the Board of Directors may prescribe from time to time.

c. Finance and Audit Committee. The Finance and Audit Committee shall recommend the annual budget to the Board of Directors for its approval, shall regularly review and assess this Corporation's financial status and shall report on this Corporation's finances at regular meetings of the Board and at other times as requested, shall recommend financial policies to the Board of Directors, shall review annually this Corporation's IRS Form 990 and recommend its acceptance by the Board and at other times as requested, shall recommend financial policies to the Board of Directors, shall oversee third-party financial specialty organizations or auditors who perform periodic reviews of finances or audits, shall advise the Board on these findings and recommendations, shall recommend acceptance of such findings by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Treasurer shall chair the Finance and Audit Committee.

d. Public Policy Committee. The Public Policy Committee shall advise the Board of Directors in setting the public policy goals and objectives of this Corporation and recommending public policy positions. The Committee shall assist staff in lobbying and advocating this Corporation's positions, and in planning and implementing other activities related to the public policy program and objectives of this Corporation. The Committee shall perform other duties as the Board of Directors may prescribe from time to time.

Section 2. Other Committees. The Board may designate additional standing or temporary committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board of Directors.

Section 3. Committee Chairs. With the exception of the Finance and Audit Committee, Committee chairs shall be elected or removed by a vote of the Board of Directors. Committee Chairs shall serve until resignation, or a replacement is elected by the Board. In the event of a vacancy, the President may appoint an interim chair to serve until the Board votes to appoint that person or another as the Committee chair.

Section 4. Committee Members. Except for the Executive Committee, Committee members shall be appointed or removed by a vote of the Board including non-board members serving on committees.

Section 5. Terms. The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

Section 6. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of this Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article VII. Officers

Section 1. Titles. The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint.

Section 2. Nomination and Election. All officers of the corporation shall be selected from the Board of Directors and must be members of the Board of Directors. Officers shall be nominated by the Board Development and Nominating Committee and shall be elected or re-elected by a majority vote of a quorum of the Board prior to the end of the calendar year.

Section 3. Terms. Officers shall serve for a term of one year or until their successors are duly elected. Officers may be elected for office for up to three consecutive terms. Terms of office begin as stated in election resolution. Officers may serve more than three terms if a replacing Officer is not duly elected. Officers may be elected to additional non-consecutive terms.

Section 4. Vacancy. A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported unless otherwise required by law.

Section 5. Other Officers. The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. Removal. Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

Section 7. President. The President of the Board of Directors shall oversee the governance of the Corporation; shall preside at all meetings of the Board of Directors and Executive Committee; and shall provide leadership to the Board, including preparation and execution of agendas and work plans. The President shall provide encouragement and support to other Board members in executing their duties and fulfilling their responsibilities as needed. The President shall coordinate the Board's employment, supervision, and termination of the Executive Director; shall recommend to the full Board for final approval the annual compensation of the Executive Director; shall counsel and advise the Executive Director; and shall see that all orders and resolutions of the Board of Directors are carried into effect, unless assigned to another officer, committee chair, or board member. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees.

Section 8. Vice- President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President; shall see that orders and resolutions of the Board of Directors are carried into effect; when assigned; shall coordinate and support the preparation and execution of the Executive Director's annual performance review process; shall provide leadership for specific working groups, initiatives, or projects

as assigned by the President or the Board of Directors, particularly in instances where such work does not fall within the scope of the President's duties; shall be responsible, along with the Past President, for reminding Board members of their annual donation commitments; and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Secretary. The Secretary of the Board of Directors shall have overall responsibility for ensuring that accurate minutes and records of the Board of Directors and Membership meetings are prepared and maintained and corporate records are authenticated; shall preside at meetings of the Board of Directors in the absence of the President and Vice-President; and shall perform duties as may be prescribed by the Board of Directors.

Section 10. Treasurer. The Treasurer shall lead the Board of Directors' financial oversight of the Corporation and shall provide financial leadership to the Board of Directors and its committees; shall serve as the chair of the Finance Committee; shall lead the Board of Directors and Finance Committee through the Corporation's periodic financial review or audit process; shall present regular reports to the Board of Directors on the financial condition of the Corporation; and shall perform other duties as may be prescribed by the Board of Directors.

Section 11. Past President. The Past President shall ensure a smooth transition to the new President; shall assist and advise the incoming President with respect to transition of leadership and generally agreed Board culture and protocols; shall provide leadership for specific working groups or projects as assigned by the President or the Board of Directors; shall serve as a member of the Executive Committee; shall be responsible, along with the Vice President, for reminding board members of their annual donation commitments; and shall perform other duties as may be prescribed by the Board of Directors.

Article VIII. Executive Director

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general

operation of the Corporation. The Executive Director shall not be a member of the Board of Directors and shall have no vote.

Article IX. Non-Discrimination Policy

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry) disability, marital status, sexual orientation, or military status in any of its activities or operations. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment. The aforementioned policy will be applied to any services offered by this Corporation as well. The Corporation is committed to providing an inclusive and welcoming environment for all members of its staff, clients, members, volunteers, contractors, and vendors.

Article X. Corporate Indemnity

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article XI. Amendment of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten days notice of the date, time, and place of the meeting at which the proposed amendment is to be

considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ORIGINAL BYLAWS ADOPTED BY THE BOARD: APRIL 1, 1977

ORIGINAL BYLAWS PREVIOUSLY AMENDED BY THE BOARD OF DIRECTORS: MAY 13, 1977; AUGUST 12, 1999; JUNE 10, 2003, FEBRUARY 17, 2009, JUNE 21, 2010, SEPTEMBER 20, 2010, MARCH 24, 2011, APRIL 27, 2017, JULY 19, 2019, SEPTEMBER 14, 2023, NOVEMBER 16, 2023, NOVEMBER 14, 2024.

These BYLAWS ADOPTED AS AMENDED: NOVEMBER 30, 2025